

# **EXHIBIT B**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**SCHEDULE 13G**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. )\***

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**Mach Natural Resources LP**

**(Name of Issuer)**

**Common Units Representing Limited Partner Interests  
(Title of Class of Securities)**

**55445L 100  
(CUSIP Number)**

**October 27, 2023  
(Date of Event Which Requires Filing of this Statement)**

Check the Appropriate Box to Designate the Rule Pursuant to Which this Schedule Is Filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1.	Names of Reporting Persons <b>BCE-Mach Aggregator LLC</b>		
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization <b>Delaware</b>		
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power	
	6.	Shared Voting Power <b>68,226,633</b>	
	7.	Sole Dispositive Power	
	8.	Shared Dispositive Power <b>68,226,633</b>	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>68,226,633(1)</b>		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>		
11.	Percent of Class Represented By Amount in Row (9) <b>71.8%(1)</b>		
12.	Type of Reporting Person (See Instructions) <b>OO</b>		

(1) Based on 95,000,000 Common Units outstanding following the completion of the Issuer's initial public offering.

1.	Names of Reporting Persons <b>Bayou City Energy Management LLC</b>		
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization <b>Delaware</b>		
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power	
	6.	Shared Voting Power <b>68,226,633</b>	
	7.	Sole Dispositive Power	
	8.	Shared Dispositive Power <b>68,226,633</b>	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>68,226,633(1)</b>		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>		
11.	Percent of Class Represented By Amount in Row (9) <b>71.8%(1)</b>		
12.	Type of Reporting Person (See Instructions) <b>PN</b>		

(1) Based on 95,000,000 Common Units outstanding following the completion of the Issuer's initial public offering.

1.	Names of Reporting Persons <b>William Wallace McMullen</b>		
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC Use Only		
4.	Citizenship or Place of Organization <b>United States</b>		
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power	
	6.	Shared Voting Power <b>68,226,633</b>	
	7.	Sole Dispositive Power	
	8.	Shared Dispositive Power <b>68,226,633</b>	
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>68,226,633(1)</b>		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>		
11.	Percent of Class Represented By Amount in Row (9) <b>71.8%(1)</b>		
12.	Type of Reporting Person (See Instructions) <b>IN</b>		

(1) Based on 95,000,000 Common Units outstanding following the completion of the Issuer's initial public offering.

**Item 1(a). Name of Issuer**

Mach Natural Resources LP (the “Issuer”)

**Item 1(b). Address of the Issuer’s Principal Executive Offices**

14201 Wireless Way, Suite 300  
Oklahoma City, Oklahoma 73134

**Item 2(a). Names of Persons Filing**

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the “Reporting Persons”:

- (i) BCE-Mach Aggregator LLC
- (ii) Bayou City Energy Management LLC
- (iii) William Wallace McMullen

**Item 2(b). Address of the Principal Business Office, or if none, Residence:**

Principal business office for the Reporting Persons is:  
1201 Louisiana Street, Suite 3308  
Houston, Texas 77002

**Item 2(c). Citizenship**

See response/s to Item 4 on each cover page.

**Item 2(d). Title of Class of Securities**

Common units representing limited partner interests.

**Item 2(e). CUSIP Number**

55445L 100

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a(n):**

Not Applicable.

**Item 4. Ownership**

BCE-Mach Aggregator LLC is indirectly managed by Bayou City Energy Management LLC ("BCEM"). William W. McMullen is the Managing Partner of BCEM. Each of BCEM and Mr. McMullen (by virtue of his relationship with BCEM) may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the common units which BCE-Mach Aggregator LLC beneficially owns. Mr. McMullen disclaims beneficial ownership of such common units except to the extent of his pecuniary interest therein.

**(a) Amount beneficially owned:**

See responses to Item 9 on the/each cover page.

**(b) Percent of Class:**

See responses to Item 11 on the/each cover page.

**(c) Number of shares as to which the Reporting Person has:****(i) Sole power to vote or to direct the vote:**

See responses to Item 5 on each cover page.

**(ii) Shared power to vote or to direct the vote:**

See responses to Item 6 on each cover page.

**(iii) Sole power to dispose or to direct the disposition of:**

See responses to Item 7 on each cover page.

**(iv) Shared power to dispose or to direct the disposition of:**

See responses to Item 8 on each cover page.

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not Applicable.

**Item 8. Identification and Classification of Members of the Group**

Not Applicable.

**Item 9. Notice of Dissolution of Group**

Not Applicable.

**Item 10. Certification**

Not Applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 2, 2023

**BCE-MACH AGGREGATOR LLC**

/s/ William W. McMullen

Name: William W. McMullen

Title: Authorized Signatory

**BAYOU CITY ENERGY MANAGEMENT LLC**

/s/ William W. McMullen

Name: William W. McMullen

Title: Managing Partner

/s/ William W. McMullen

Name: William W. McMullen



EXHIBIT LIST

Exhibit A [Joint Filing Agreement, dated as of November 2, 2023](#)

EXHIBIT A

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Units representing limited partner interests of Mach Natural Resources LP (this "Agreement"), is being filed, and all amendments thereto will be filed, by BCE-Mach Aggregator LLC as designated filer on behalf of each of the persons and entities named below that is named as a reporting person in such filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: November 2, 2023

**BCE-MACH AGGREGATOR LLC**

/s/ William W. McMullen

Name: William W. McMullen

Title: Authorized Signatory

**BAYOU CITY ENERGY MANAGEMENT LLC**

/s/ William W. McMullen

Name: William W. McMullen

Title: Managing Partner

/s/ William W. McMullen

Name: William W. McMullen

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